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Field Marshal von Manstein's Counteroffensive  
of Army Group South, February-March 1943:  
The Last Operational Level Victory of the  
Panzer Forces on the Eastern Front.

A thesis presented to the Faculty of the U.S. Army  
Command and General Staff College in partial  
fulfillment of the requirements for the  
degree

MASTER OF MILITARY ART AND SCIENCE

by

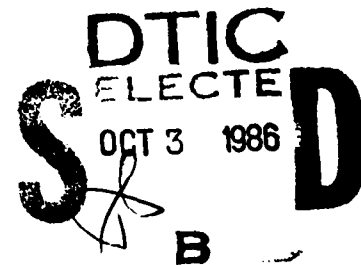
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1986

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The following is a selection from the many conclusions. The Soviet General Staff, Stavka, over extended their forces, under estimated the German counteroffensive ability, and reacted very slowly to von Manstein's counteroffensive. Von Manstein concentrated all the available German mobile forces for a battle of maneuver, fought a combined arms battle, and surprised the Soviet forces as to the time and place of the counteroffensive.

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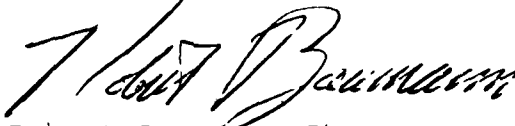
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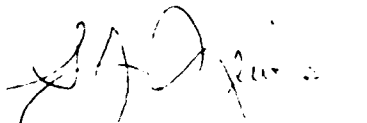
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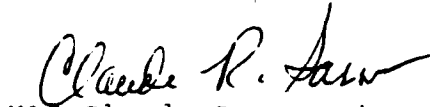
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## ABSTRACT

FIELD MARSHAL VON MANSTEIN'S COUNTEROFFENSIVE OF ARMY GROUP SOUTH, FEBRUARY-MARCH 1943: THE LAST OPERATIONAL LEVEL VICTORY OF THE PANZER FORCES ON THE EASTERN FRONT: A historical analysis of Field Marshal von Manstein's counteroffensive in southern Russia in February-March 1943, by Major David A. Shunk, USAF, 70 pages.

This thesis is a historical examination of the eastern front battles in southern Russia during February-March 1943. Field Marshal von Manstein, Commander of the German Army Group South, defeated a Soviet two Front offensive with an exceptional counteroffensive. Von Manstein's counteroffensive concentrated all the available panzer (armor) and mechanized infantry divisions into two attack groups. Von Manstein then attacked the Soviets, after they had exhausted their offensive, with a double envelopment counteroffensive which destroyed two Soviet armies and regained the initiative for German forces in southern Russia.

The following is a selection from the many conclusions. The Soviet General Staff, Stavka, over extended their forces, under estimated the German counteroffensive ability, and reacted very slowly to von Manstein's counteroffensive. Von Manstein concentrated all the available German mobile forces for a battle of maneuver, fought a combined arms battle, and surprised the Soviet forces as to the time and place of the counteroffensive.

This study concluded that von Manstein developed and executed a brilliant counteroffensive in the midst of a Soviet offensive. Due to Hitler's restrictions on maneuver warfare, the declining German forces, and the improving Soviet forces, this was the last operational level victory for the German panzer forces on the eastern front. ▽



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## CHAPTER ONE

### EASTERN FRONT OVERVIEW 1941-42

World War II was the largest and most destructive war ever fought. This global war saw military campaigns on the land, air and sea. The German invasion of Russia in 1941 created the theater of operations with the longest continuous land front and largest number of combat forces involved. Soviet battle deaths totaled over 12 million and German dead 3.5 million. The war was fought over a 2000 mile front from the northern tip of Finland south to the Caucasus mountain region in southwest Russia.<sup>1</sup>

On 21 June 1941 Germany invaded the Soviet Union. Hitler demanded a short war like the earlier campaigns in Poland, France, and the Balkans. The war in the east, however, lasted almost five years and resulted in the destruction of Germany.

The first five months of the war brought the German combined arms offensive within sight of Moscow and Leningrad. The first winter found the Germans unprepared for both the severe climatic conditions and the counterattack of the Soviet strategic reserve armies. The German armies survived the long winter and planned for the summer offensive to end the war.

The 1942 German summer offensive took them to the Caucasus region and to Stalingrad on the Volga river. The



German strategic objectives were the Ukraine, Soviet industry in southern Russia, and oil fields in the Caucasus. Instead of bypassing the city of Stalingrad, Adolf Hitler, the German dictator, told the Army to take the city. Joseph Stalin, the Soviet dictator, also decided to fight for the city of his namesake.<sup>2</sup>

One of the best Soviet generals, General Georgi K. Zhukov, as a special Stavka (Soviet General Staff) representative, saw an opportunity to conduct a double envelopment of the German forces in and around the city. On both flanks of the German 6th Army in Stalingrad were Axis allied armies. The sheer size of Russia had forced the Germans to rely on Axis allied armies to maintain a continuous front. As the Germans threw panzer and motorized infantry divisions into the savage house-to-house fighting in Stalingrad, the Soviets were preparing their largest counteroffensive to strike these flanking Rumanian armies.<sup>3</sup>

On 19 November 1942 the Soviets attacked the 3rd Rumanian Army holding the flank north of Stalingrad. These poorly armed forces crumbled under the might of the Soviet 5th Tank, 21st, 65th, 66th and 24th Armies. On 29 November the Soviets crushed 4th Rumanian Army on the southern flank with 51st and 57th Armies.<sup>4</sup>

On 23 November the pincers of this double envelopment closed near the town of Kalach, encircling twenty German and

two Rumanian divisions plus specialist units totaling some 330,000 men. Hitler ordered 6th Army in Stalingrad to hold fast, based on his no retreat order of winter 1941. The prior year's successful supply by the Luftwaffe of the six German divisions surrounded in Demyansk also led Commander of the Luftwaffe, Hermann Goering, to believe that sufficient supplies could be airlifted into the city. However, the extent of the operation proved too large.<sup>5</sup>

In early February 1943 the 6th Army surrendered. With the success of Stalingrad the Soviets possessed the opportunity to destroy the remaining German forces east and south of Stalingrad. In addition to the Stalingrad campaign the Soviets attempted to take Rostov on the Black Sea to cut off the German forces in the Caucasus, 1st Panzer, 4th Panzer, and 17th Armies, from reinforcing Army Group South.<sup>6</sup>

The Germans won the race to Rostov by the barest of margins, holding the escape route open long enough for 1st Panzer and 4th Panzer Armies to retreat through Rostov. At the same time the Soviets attempted to cut off the forces between Stalingrad and Kursk with an envelopment of the weakly held German lines. In early 1943 the Soviets planned the destruction of the German forces with the plans Operation 'Gallup' of 29 January 1943, and Operation 'Star' of 2 February 1943. If the Soviets succeeded in destroying Army Group A, they would rip a gigantic hole in the German

line possibly winning the war.<sup>7</sup>

During the winter of 1942-43 both Field Marshal Erich von Manstein and Stavka were thinking in bold imaginative terms. Field von Marshall Manstein first attempted to relieve Stalingrad and evacuate Army Croup A. He then planned to restore the southern flank, and launch a counterattack to defeat the Soviet forces in Southern Russia. The Soviets were reducing the Stalingrad pocket, while defeating the relief attempt, before mounting another major offensive aimed at destroying Army Group South.<sup>8</sup>

END NOTES

CHAPTER ONE

<sup>1</sup>Earl Ziemke, Stalingrad to Berlin: The German Defeat in the East, (Washington D.C.: Dorset Press, 1968), 500.

<sup>2</sup>Paul Carell, Hitler Moves East 1941-1943, (New York: Ballantine Books, 1963), 476-480. The German objectives were set by Hitler in Fuehrer Directive 41, "Case Blue".

<sup>3</sup>Ziemke, Stalingrad to Berlin, 50-53.

<sup>4</sup>John Erickson, The Road to Stalingrad, (Boulder: Westview Press, 1975), 462; Albert Seaton, The Russo-German War 1941-45, (New York: Praeger Publishers, 1970), 1-5.

<sup>5</sup>Erich von Manstein, Lost Victories, (Novato: Presidio Press, 1982), 303, 308-9. Operations of Encircled Forces German Experiences in Russia, Department of the Army Pamphlet No. 20-234, (1952); Walter Warlimont, Inside Hitler's Headquarters 1939-1945, translated by R.H. Barry, (New York: Bantam Books, 1966), 248-312.

<sup>6</sup>Alexander Werth, Russia at War 1941-1945, (New York: E. P. Dutton & Co, 1964), 564.

<sup>7</sup>David Glantz, From the Don to the Dnepr: A Study of Soviet Offensive Operations December 1942 - August 1943., (Carlisle: United States Army War College, 1984), 103, 107.

<sup>8</sup>Ibid., 102-103.

## CHAPTER TWO

### THE MOBILE DEFENSE

The transition from the defensive to the offensive is one of the most delicate operations in war.

Napoleon: Maxims of War

In war the only sure defense is offense, and the efficiency of the offense depends on the warlike souls of those conducting it.

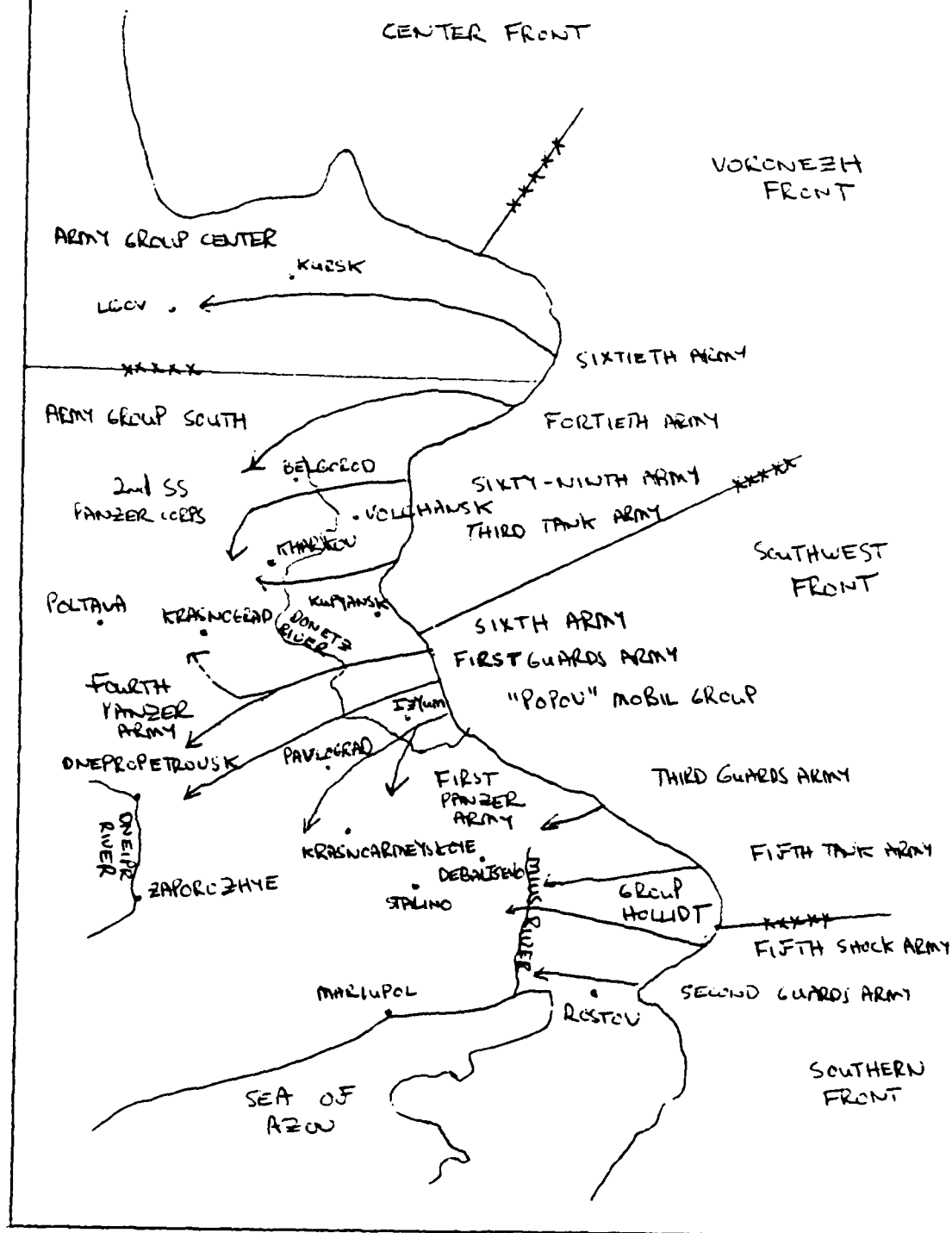
George S. Patton, Jr: War As I Knew It

### THE SOVIET'S PLAN OF ATTACK

The Soviets came close to winning the war in the east with the battles in southern Russia in the winter of 1942-1943. The German 6th Army remained surrounded and the relief attempt to free the German forces in the pocket failed. Stalin planned to destroy all the German forces in southern Russia and win the war. From Stalingrad south to the Caucasus Mountains the heavily outnumbered German forces were in flight to the West. Desperate fighting raged near Rostov on Army Group South's southern flank. If the Soviet forces took Rostov, 1st Panzer, 4th Panzer, and 17th Armies would be trapped in the Kuban Bridgehead.<sup>1</sup>

In January 1943 Stavka assigned the liberation of the Ukraine to three fronts: Voronezh, Southwestern, and Southern. Stavka saw the three front operation as a coordinated pursuit operation to establish a front from Chernigov to Kherson. The three fronts would simultaneously attack Army Group South. The offensive would begin at the

# SOVIET OFFENSIVE TO 18 FEBRUARY 1943



end of January. The timing and choice of positions to attack were superb. Army Group South had only a few battle weary German divisions and remnants of the Hungarian and Italian armies in the northern sector.<sup>2</sup>

Stavka directed the Voronezh Front to seize the northeast Ukraine. The 40th, 69th, and 3rd Tank Armies were to take Kharkov. The 60th and 38th Armies' objective was to take Kursk. The final deep objective was the line from Rylsk to Lebedin to Poltava.<sup>3</sup>

Stavka assigned Southwest and Southern Fronts the eastern Ukraine. The main effort and most powerful front resided with General N. F. Vatutin's Southwest Front. The Southwest Front's 6th and 1st Guard Armies along with Mobile Group Popov were to divide Army Group South in two, outflank the German forces at the Dneiper River, and encircle them by advancing to Mariupol on the Sea of Azov. The Southern Front would advance west to Mariupol to complete the destruction of the trapped German forces.<sup>4</sup>

#### SOUTHWEST FRONT ATTACKS

On 29 January Southwest Front attacked the center of Army Group South. General Vatutin attacked, from north to south, with 6th Army, 1st Guards Army, 3rd Guards Army, 5th Tank Army, and Mobile Group Popov. Mobile Group Popov, with four tank corps, began with only 137 tanks.<sup>5</sup>

On the morning of the 29th, the Soviet 6th Army left the area northwest of Starobelsk and attacked towards

Balakleya. They forced the 19th Panzer Division to retreat west from Starobelsk. On the 30th 1st Guards Army attacked towards Krasnyi-Liman and created a gap in the German lines. General Vatutin sent Mobile Group Popov into the gap between 6th Army and 1st Guards Army to exploit the success. General Popov's instructions were to attack southwest to take the Krasnoarmiesk-Volnovakha-Mariupol line to encircle the German forces from the rear in the Don river area.<sup>6</sup>

On 2 February 3rd Guards Army attacked across the Donets river east of Voroshilovgrad and destroyed the remnants of the 8th Italian Army. The 6th Panzer Division counterattacked 3rd Guards Army but could not destroy the Soviet bridgehead, only contain it. The 6th Panzer Division then retreated west to avoid encirclement. Further north and west of Voroshilovgrad the Soviets advanced against only light resistance. No German or axis units remained in the area. The Soviets advanced to Slavyansk and captured Isyum.<sup>7</sup>

#### VORONEZH FRONT ATTACKS

General Golikov's Voronezh Front on 2 February attacked the northern flank of Army Group South to take Kharkov. The 40th Army attacked between Belgorod and Kharkov, and outflanked Kharkov from the northwest. The 69th Army attacked from Volchansk towards Kharkov. As with all the initial forces in the Voronezh and Southwest Fronts these armies were not fresh or new units, but had been depleted in



tle for Stalingrad, had significant losses, and were low on ammunition and supplies. The 3rd Tank Army d Kharkov from the southwest to complete the double ment.<sup>8</sup>

The remaining armies of General Golikov's Voronezh attacked the far northern flank of Army Group South. 's center and left attacked on the Staryi aliyuki line towards Kharkov. The 60th Army moved along the Kastornoe-Kursk railroad towards Kursk. en divided into two assault groups to outflank Kursk e north and south. From the start 40th Army had cs problems. The 4th Tank Corps of 40th Army began to of fuel and ammunition on the second day of the ve.<sup>9</sup>

The Soviets now flanked the German positions in the n wing of Army Group South. From north of Belgorod to only Army Detachment Lanz remained with three y divisions, and the two panzer divisions etschland and Das Reich.<sup>10</sup>

Armor of 3rd Tank Army reached the Donets river on 4 y just south of Kharkov. They did not attack from the ecause of the presence of 1st SS Panzer Division, ndarte Adolph Hitler, across the river.

ted by the inability to cross the Donets River, the launched a hasty river crossing attack in the i-Chygyev sector. The Waffen SS division remained dug

in on the higher western bank. The Soviet frontal attacks brought high Soviet losses in men, tanks, and precious ammunition. It was not until 10 February that the Pechengi and Chuguev area fell to the Soviet forces.<sup>11</sup>

In many areas the Soviets encountered little or no resistance and hence continued their advance. Soviet forces drove west all along the northern and central region of Army Group South. The Soviets closed in on Kharkov from the north and south. The 69th Army in a bold attack from Volchansk crossed the frozen northern Donets River and within twenty-four hours reached the German positions at Kharkov. Soviet cavalry units flanked the city to the southwest through Andreyevka, and approached Merefa.<sup>12</sup>

In the center sector of Army Group South the Soviet main effort continued the advance. The 6th Army attacked towards Balakleya, Mobile Group Popov towards Krasnoarmeyskoye, and 3d Guards Army crossed the Donets River near Voroshilograd (Lugansk).<sup>13</sup>

The Germans had great difficulty stemming the Soviet offensive which crossed the Donetz River in force and tore open a hole north and south of Voroshilovgrad. The First Panzer Army, having moved north through Rostov, established a new flank between Voroshilovgrad and Pavlograd in the center of Army Group South.<sup>14</sup>

On the northern flank of Army Group South, Army Detachment Lanz retreated west and north of Kharkov. No

German units remained in front of the Soviet armored spearheads heading west towards Dnepropetrovsk and Zaporozhye on the Dnieper River.<sup>15</sup>

The 2nd SS Panzer Division Das Reich unloaded from the trains near Kharkov as the only reinforcement to Army Detachment Lanz. Immediately Hitler ordered the 2nd SS Panzer Division to attack behind the Soviet armies which were north and west of Kharkov.<sup>16</sup>

Field Marshal von Manstein opposed the counterattack as folly because six Soviet divisions directly opposed the 2nd SS Panzer Division, it would have no flank protection as it attacked to the north, and no reinforcements to aid in the attack. The Soviets solved the problem when they attacked the 2nd SS Panzer Division's assembly area near Volchansk, northeast of Kharkov. Das Reich immediately had to go on the defensive to aid in the defense of Kharkov.<sup>17</sup>

#### SOUTHERN FRONT ATTACKS

Near Rostov, Southern Front joined the coordinated offensive. On the 4th and 5th of February the Soviets attacked Fourth Panzer Army. Two armies from the former Caucasus Front, the 44th and 58th, joined the three already in place. This threatened Rostov. If the Soviets took Rostov, this would stop the further movement of 1st Panzer Army north, and the eventual movement of 4th Panzer Army north. Without which the counterattack could not

occur.<sup>18</sup>

The following account of combat near Rostov demonstrates the tactical level of armored operations as experienced by Major General Hermann Balck's 11th Panzer Division. On 23 January, 11th Panzer, in conjunction with the 16th Motorized Infantry Division, struck the advancing Russians and rolled them back to their bridgehead at Manutchskaya. On the 24th Balck attacked the village without success. It remained essential to capture the place with its big road bridge across the Manich, for unless it could be taken, a repetition of the Soviet attack on Rostov would be possible at any time. On 25 January, the 11th Panzer Division orders read to destroy the bridgehead at all costs.<sup>19</sup>

The Soviets had strongly fortified the town and numerous tanks were dug in between the houses to serve as bunkers; they were both difficult to observe and eliminate. The first German attack had failed in the face of the Soviet tank gunners.

For the second attack Balck planned to lure the Russian tanks from their concealment. Many of the Soviet tanks remained entrenched in the southern part of the village. To achieve this, Balck directed all artillery fire to concentrate on the northeastern sector of the village, followed by a feint attack at this point with armored cars and half-tracks under the cover of a smoke screen. Suddenly

the fire of the divisional artillery shifted to the southern part of the village to the point of the real attack. Only one artillery battery continued to support the feint attack with smoke shells.<sup>20</sup>

While the shells were still falling, the tanks of 15th Panzer Regiment charged the village and rolled up the defenses from south to north. The Russian tanks which had moved to the northern part of the village then fell prey to the German tanks which attacked them from the rear. The Russian infantry fled across the Manich River without destroying the bridge with the German 61st Motorcycle Battalion in pursuit, while the tank battle still raged.<sup>21</sup>

At first the divisional staff conducted the battle from a hill south of Manutchskaya, but later joined the leading tanks. German losses were one killed and fourteen wounded; on the Russian side twenty tanks were knocked out. This decisive attack by the 11th Panzer Division stopped the Russian offensive against Rostov from the south.<sup>22</sup>

#### MANSTEIN'S MOBILE DEFENSE

On 5 February Army Group South sent a teleprinter message to O.K.H. (German Army High Command) outlining demands to save Army Group South from the advancing Soviet forces. Von Manstein already had formed the basis of his counterattack plan to save Army Group South and restore the initiative to the German forces.

Von Manstein requested permission to withdraw the right wing of Army Group South back to the Mius River. Additionally rail transport would be switched from supplies for Army Group B to reinforcements for Army Group South. Also, 17th Army would transfer to Army Group South the 13th Panzer Division and two infantry divisions. These reinforcements in the lower Dnieper river area would protect transport and supply columns.<sup>23</sup>

The response to the teleprinter message came quickly. On 6 February a Condor transport aircraft arrived to take Field Marshal von Manstein to visit Hitler. The conference of 6th February opened with Hitler taking full responsibility for the fate of 6th Army at Stalingrad. The last elements of 6 Army had surrendered on 2 February. At this conference Hitler agreed to evacuate the area east of the Donetz River basin. This would allow von Manstein to move Fourth Panzer Army from the Rostov area to the middle Donetz River basin to slow the Soviet main effort of the Southwest Front. This depended on First Panzer Army holding in the middle Donetz River area and Army Detachment Hollidt successfully retreating to the Mius River line.<sup>24</sup>

Returning to his headquarters on 7 February von Manstein ordered 4th Panzer Army to the left wing of the front and Army Detachment Hollidt to the Mius River line. He also began to take his panzer divisions out of the front lines whenever possible to concentrate for his planned

counterattack.<sup>25</sup>

On 8 February the Soviets broke out of their bridgehead at Voroshilovgrad. First Panzer Army failed to stop the Soviet advance in the middle Donetz River area. On 9 February the Soviets took Belgorod and Kursk. The Soviets also continued their westward advance south of Kharkov from the Donetz River bend near Isyum. At this time the German front around Kursk contained only Army Detachment Lanz, made up of elements of the arriving 2nd SS Panzer Corps and the battered Second Army of Army Group B near Kursk.<sup>26</sup>

The Soviet Voronezh and Southwest Fronts had achieved the classic breakthrough in the middle Donetz River area from Kharkov to Voroshilovgrad. The Soviets split Army Group South in two parts with only screening detachments in the middle of the army group. The Soviets could now advance across the Dnieper River north of Dnepropetrovsk and threaten the rear areas of Army Group South. Von Manstein requested from General Zeitzler, O.K.H. Chief Of Staff, two new armies in two weeks. One army would move north of Dnepropetrovsk. The second army would assemble west of Kursk for a counterattack to the south. The armies requested from O.K.H. would never materialize.<sup>27</sup>

In the middle Donetz River area, 1st Panzer Army fought to prevent an envelopment on both flanks at Voroshilovgrad and along the Lisichansk-Slavyansk line, near Krivoi Torets. Terrain dictated where 40th Panzer Corps of

1st Panzer Army could counterattack to protect the rail supply line at Kramatorskaya. Reconnaissance found the ground west of Krivoi Torets impassable to tanks because of deep ridges covered in snow, so 40th Panzer Corps attacked along and east of the Krivoi Torets River valley.

The commander of 40th Panzer Corps, who told von Manstein the frozen valley of Krivoi Torets remained impassable to armor, proved totally wrong. On the night of 11 February a detachment of tanks and three mechanized brigades from Mobile Group Popov proceeded up the valley to Krasnoarmeiskoye, through which ran the main railway from Dnepropetrovsk. Mobile Group Popov now controlled the rail line which supplied all of 1st Panzer Army, Army Detachments Hollidt and Fretter-Pico.<sup>28</sup>

The wider tracks of the Russian T-34 tanks allowed them to cross the snow where German armor could not. This new threat posed a severe supply problem, because the only remaining rail line at Zaporozhye was not efficient because the big Dnieper bridge destroyed by the Soviets in their 1941 retreat remained closed. All supplies were now unloaded from the trains and moved by trucks from this point, thus increasing the time for delivery of supplies.<sup>29</sup>

The Soviets also flanked First Panzer Army at Debaltsevo. A Soviet cavalry corps penetrated to the important rail junction of Debaltsevo in the rear of First Panzer Army and behind the Mius River line that Army



Detachment Hollidt planned to occupy. The breakthrough delayed the release of the 17th Panzer Division for the upcoming counterattack.

Army Detachment Hollidt, however, fell back as planned to the Mius River positions on 17th February. Army Group South's flank now rested on the Mius River and Sea of Azov. In the north of Army Group South the German infantry divisions stabilized the line west of Kursk and Belgorod. The German infantry divisions became the shield to protect the flanks and lines of communications. These actions allowed the concentration of the armor forces.<sup>30</sup>

East of Pavlograd the newly arrived 5th SS Panzergrenadier Division, Viking, attacked the armor spearheads of the Southwest Front. Alone they could not stop the Soviet armor advance towards Grishio.

On 12 February the Army Group South Headquarters moved to Zaporozhye. On 13 February a message from O.K.H. arrived giving Army Group B's sector to Army Group South (exclusive of Belogord). O.K.H. assigned Second Army to Army Group Center and dissolved Army Group B. Unfortunately no signal links had been established with Army Group Lanz near Kharkov before the transfer order arrived.<sup>31</sup>

All during the Soviet offensive von Manstein prepared his counterattack plan. This reorganization of Army Group South concentrated all forces under his direct control, providing unity of command.<sup>32</sup>

## END NOTES

### CHAPTER TWO - THE MOBILE DEFENSE

<sup>1</sup>Alexander Werth, Russia at War 1941-1945, (New York: E. P. Dutton & Co, 1964), 570.

<sup>2</sup>David Glantz, From the Don to the Dnepr: A Study of Soviet Offensive Operations December 1942 - August 1943., (Carlisle: United States Army War College, 1984), 102-106.

<sup>3</sup>Moscow Institute of Marxism-Leninism, History of the Great Patriotic War of the Soviet Union 1941-1945: Vol III: Radical Turning Point in the Course of the Great Patriotic War (November 1942 - December 1943, Unedited Translation of Chapter II-V, Office of the Chief of Military History, (Moscow: Military Publishing House of the Ministry of Defense of the USSR, 1961), 2-3.

<sup>4</sup>Wladyslaw Anders, Hitlers Defeat in Russia, (Chicago: Henry Regnery Company, 1953), 142; John Erickson, The Road To Berlin, (Boulder: Westview Press, 1983), 46. Soviet Military Encyclopedic Dictionary, Vol II, (Washington D.C., U.S. Government Printing Office, 1983), 438, 777. Commander of Southwest Front, Nikolay Fedorovich Vatutin, joined the Soviet Army in 1920, graduated from Frunze in 1929, and the General Staff Academy in 1937. He was Chief of Staff, Northwest Front, in June 1941 and was Deputy Chief of Staff, Stavka, from May to June 1942. Commander of Voronezh Front, Filipp Ivanovich Golivkov joined the Soviet Army in 1918 and graduated from Frunze in 1933. He commanded the 10th Army, 4th Assault Army, and the Bryansk Front.

<sup>5</sup>Moscow Institute of Marxism-Leninism, History of the Great Patriotic War, Vol III, 5.

<sup>6</sup>Erickson, The Road To Berlin, 46.

<sup>7</sup>Erich von Manstein, Lost Victories, (Novato: Presidio Press, 1982), 405.

<sup>8</sup>S. M. Shtemenko, The Soviet General Staff at War 1941-1945, (Moscow: Progress Publishers, 1970), 106. Mobile Group Popov started with only enough fuel for one refilling of the tanks. The tanks carried one or two sets of basic ammunition load. The infantry divisions had even less basic supplies at the start of the offensive than the armor and mechanized forces; Erickson, The Road To Berlin, 47.

- <sup>9</sup> Erickson, The Road To Berlin, 48.
- <sup>10</sup> Eberhard Schwarz, Die Stabilisierung Im Suden Der Ostfront Nach Der Katastrophe Von Stalingrad Und Dem Ruckzug Aus Dem Kaukasus, (Koln: University of Koln, 1981), 136.
- <sup>11</sup> Erickson, The Road To Berlin, 47.
- <sup>12</sup> Ibid., 47.
- <sup>13</sup> Albert Seaton, The Russo-German War 1941-45, (New York: Praeger Publishers, 1971), 348.
- <sup>14</sup> David Glantz, From the Don to the Dnepr, 137.
- <sup>15</sup> Manstein, Lost Victories, 405.
- <sup>16</sup> Ibid., 404.
- <sup>17</sup> Charles Sydnor, Soldiers of Destruction, (Princeton: Princeton University Press, 1977), 266; Manstein, Lost Victories, 404.
- <sup>18</sup> David Glantz, From the Don to the Dnepr, 103.
- <sup>19</sup> Friedrich Wilhelm von Mellenthin, Panzer Battles, (New York, Ballantine, 1971), 246-250.
- <sup>20</sup> Ibid., 246-250.
- <sup>21</sup> Ibid., 246-250.
- <sup>22</sup> Ibid., 246-250.
- <sup>23</sup> Manstein, Lost Victories, 406.
- <sup>24</sup> Donald Detwiler, World War II German Military Studies, The OKW War Diary Series, Vol 9, Part IV, (New York: Garland Publishing, 1979), 191. Hitler would not agree to a large scale retreat across the entire eastern front, only a localized readjustment; Manstein, Lost Victories, 406.
- <sup>25</sup> Manstein, Lost Victories, 414.
- <sup>26</sup> Ibid., 415.
- <sup>27</sup> Ibid., 420.
- <sup>28</sup> Alan Clark, Barbarossa, The Russian-German Conflict, 1941-45 (New York: William Morrow and Company, 1965), 299.

<sup>29</sup>Manstein, Lost Victories, 425.

<sup>30</sup>Friedrich Schultz, Reverses on the Southern Wing  
(Carlisle: United States Army War College, 1981), 77.

<sup>31</sup>Manstein, Lost Victories, 420.

<sup>32</sup>Carl Wagener, "The Counterstroke of XXXX Panzer  
Corps Against the Breakthrough by Mobile Group Popov in the  
Donents Basin", February 1943, Wehrwissenschaftliche  
Rundschau 7/1, translated by Richard Simpkin, (January,  
1954): 11-12; Manstein, Lost Victories, 421.

## CHAPTER THREE

### MANSTEIN'S COUNTERATTACK

Bold decisions give the best promise of success.

Erwin Rommel: The Rommel Papers

I approve of all methods of attacking provided they  
are directed at the point where the enemy's army is  
weakest and where the terrain favors them the least.

Frederick the Great: Instruction for His Generals, XVII

A swift and vigorous transition to attack--  
the flashing sword of vengeance--  
is the most brilliant point of the defensive.

Clausewitz: On War.

### SOVIET SUCCESS AND LOGISTIC PROBLEMS

The struggle on and off the battlefield worsened for Field Marshal von Manstein as he fought both Hitler and the Soviet forces. On 13 February Hitler ordered Army Detachment Lanz to hold Kharkov at all costs with the 2nd SS Panzer Corps, which still only had two panzer divisions. The fourth largest city in the Soviet Union possessed great propaganda value for both Hitler and Stalin. Unfortunately, Hitler did not seem too concerned about another Stalingrad.<sup>1</sup>

On 15th February with only one exit route remaining, Waffen SS General Hausser directly disobeyed orders not to retreat from Kharkov. On his own initiative, to save his SS Corps, he evacuated Kharkov though twice directly ordered by Hitler to remain in the city. General Hausser refused to have his forces trapped in another Stalingrad.<sup>2</sup>

Besides his elite SS panzer divisions this corps also included the Army Panzer Division Gross Deutschland.

Each of these panzer divisions had one regiment of the new Tiger I tank. The new Tiger I with its 88mm main gun was vastly superior to the Soviet T-34 in firepower and armor, but less maneuverable and slower. These panzer divisions had rested and were near full strength. They would have crucial roles in the coming counterattack.<sup>3</sup>

At first glance, the Soviet offensive appeared unstoppable. With the fall of Kharkov a hundred mile gap between German units existed in the center of Army Group South. For a hundred miles north and south of Kharkov the remaining German units could only screen the Soviet advance. However, the Soviet armies were at the end of their supply lines and the chance to flank and encircle the southern German forces in Army Group South began to fixate Stavka and the Front Commanders. Stavka and the Front commanders thought the Germans were defeated in Army Group South. The ever weakening columns of Soviet armor received new orders from Stavka to broaden the offensive. For the sake of the pursuit, the ideas of concentration and mass would be violated.<sup>4</sup>

Voronezh Front ordered its 3rd Tank Army to advance south to Poltava, with other units moving on Kremenchug. Southwest Front directed 6th Army west to take Zaporozhe and then Melitopol. These new orders caused Voronezh and Southwest Fronts to diverge from each other. The main effort of Voronezh Front proceeded west, and Southwest Front to the

south.<sup>5</sup>

The depleted state of the forces dictated concentration, not dispersal. Mobile Group Popov, from the Southwest Front, with 4th Guards, 18th, 3rd, and 10th Tank Corps had only 13,000 men and 53 tanks. Mobile Group Popov had lost 90 tanks in two days of battle. To help Mobile Group Popov, 1st Guards Corps transferred several units to them. The rest of 1st Guards would go on the defensive, holding the Slavyansk-Nizhne Gorskoe line. At this point half of the tank strength of Southwest Front had been lost in battle or to mechanical breakdowns.<sup>6</sup>

To Stavka and the Front Commanders the race was on for the Soviet armies to beat the thaw, German reinforcements, and their own exhaustion to destroy Army Group South. By 12 February the first reports of problems from Soviet division commanders appeared. Several divisions were down to 1000 men, and a few guns or mortars, but Stavka ignored these warnings and ordered the army commanders to seize their objectives despite these losses.<sup>7</sup>

Stavka also failed to realize that the German units were not standing and dying in place. The German forces were retreating to a position that narrowed their frontage, and brought the German forces closer to their supplies and tactical air power. The Soviet position remained exactly the opposite. Though the Soviet Fronts gained ground, they had not destroyed the German forces.<sup>8</sup>

General Frido Von Senger, commander of the 17th Panzer Division, observed that when on the defensive the German corps or higher commander kept one or two armored companies of a panzer division as a counterattack force. They often became detached from their division to attack the penetrating enemy armor. The German panzers would attack the enemy flanks. When the Soviets attacked the frontal defense the tanks proved superior to all other anti-tank weapons.<sup>9</sup>

The panzer divisions as a result of their mobility and firepower became the best choice in defensive operations. Motorized reserves quickly reacted to the enemy threat. The modern mobile defense is organized to react to the enemy's moves. It is not just a static line of defenses.<sup>10</sup>

The German mobile defense quickly caused the rapid commitment of the slender Front reserves due to the high losses of Soviet armor. The 88th and 113th Tank Brigades of 3rd Tank Army, Voronzh Front, fielded a total of six tanks. When the 3rd Tank Army commander requested armor reinforcements or reserves, Golikov stated that the forces were adequate for the pursuit in progress.<sup>11</sup>

The relentless Soviet pressure continued. During 18 February a Soviet Cavalry Corps of three divisions and mechanized artillery broke through the Mius River line between the German Fretter-Pico group and 17th Corps. Moving



by night and avoiding German strong points, the Cavalry Corps emerged at Debaltsevo on the main east-west railway, forty miles behind the front. Here they attacked and destroyed two trains of reinforcements for 17th Corps. This left the Taganrog-Mariupol railway as the only supply route for all the southern forces of Army Group South defending on the Mius river line.<sup>12</sup>

Other problems also hindered von Manstein. The promised thirty-seven troop trains a day from O.K.H. for Army Group South proved to be only six trains on 14 February. Von Manstein would only receive the 2nd SS Corps and three infantry divisions as reinforcements.<sup>13</sup>

In the center of Army Group South Southwest Front continued the attack and advance. On 16 February the Soviets advanced toward Pavlograd and Dnepropetrovsk from the area west of Isyum. Army Group Center, to the north, announced it could not counterattack in cooperation with Army Group South. Field Marshal von Manstein would only have the forces in Army Group South to stop the three Soviet fronts.<sup>14</sup>

#### VON MANSTEIN'S PLAN

Concerned over the potential loss of the Donets River basin, Hitler returned for another meeting with Manstein on 17 February at Zaporozhye. Southwest Front armored spearheads were seventy five miles to the east. It required two days for von Manstein to convince Hitler of his counterattack plan.<sup>15</sup>

Simplicity drove Manstein's counterattack plan. First he planned to concentrate all the panzer divisions into a counterattack force of two groups. One pincer would attack on the north flank of Southwest Front and another on the south flank. The panzer forces would strike in a coordinated double pincer attack behind the Soviet armored spearheads in the center of Army Group South. The second phase of the counterattack would repeat the the coordinated double pincer to take Kharkov.<sup>16</sup>

Von Manstein had needed to retreat from the original army group positions for several reasons. First, the Soviets had broken his line in the center. Second, with the passage of 1st and 4th Panzer Armies from Rostov, he could retreat in the south and shorten his defensive lines. Lastly, the shortened defensive lines would enable the panzer divisions to withdraw to the counterattack assembly areas near Krasnodar, Krasnoarmeisk, Dnepropetrovsk, and Pavograd. The infantry divisions would hold the flanks of the counterattack force and defeat subsequent Soviet attacks. Hitler approved the counterattack before leaving on 19 February.<sup>17</sup>

The von Manstein plan also relied on reading Soviet intentions. By 20 February, based on the direction and main effort of the Soviet armor, von Manstein felt sure of the Soviet plan of attack and intentions. He thought Southwest Front would attempt to encircle the southern forces of Army

Group South. Southern Front would attack to linkup with Southwest Front and Voronezh Front would attempt to encircle German forces west of Kharkov. His assumptions proved correct.<sup>18</sup>

The 20th of February proved to be the high point of the Soviet threat. On 21 February the German forces on the Mius River defeated the attempted Soviet breakthrough of Southern Front. The German forces destroyed the Soviet cavalry corps which had broken through. The German forces also encircled the 3rd Guards Mechanized Corps. These actions broke the Soviet effort of Southern Front.<sup>19</sup>

#### SOVIET MISTAKES AND MISPERCEPTIONS

Also on 20 February the Luftwaffe radio intercept service provided an intelligence coup. They intercepted radio transmissions and reported that Mobile Group Popov near Kramatorskaya had not received any supplies. Also, the Soviet armor force at Zaporozhye (25th Tank Corps of 6th Army) had run out of fuel 12 miles from the town. This vital information erased the threat from the main Soviet armor forces of Southwest Front. The main effort of Southwest Front, which von Manstein planned to attack first, could not attack or retreat. Also von Manstein now knew the exact location of these Soviet armor forces. In the upcoming counteroffensive they would be destroyed piecemeal.<sup>20</sup>

Unknown to von Manstein, Stavka and the Front commanders would greatly aid his counterattack. Their

perceptions of the battlefield situation proved utterly wrong. Soviet reconnaissance and intelligence sources had observed the German armor concentrations. Southwest Front intelligence reports for 10-26 February noted German concentrations near Krasnodar and Krasnoarmeisk after 17 February. The Southwest Front Chief of Staff, Lt General S. P. Ivanov, and the senior intelligence officer, Major General Rogov concluded that this was a withdrawal of troops from the Don River to the Dneiper River. Both Soviet Front commanders shared the same views that the Germans were still in retreat.<sup>21</sup>

In addition, no major German armor forces were seen in Poltava, and no rail or road movements had been seen from west to east. Intelligence reports from agents and partisans did not contradict the perceptions of the senior Soviet staffs. On 21 February, Stalin ordered Deputy Chief of Operations (General Staff), Lt General A. N. Bogolyubov, to find out what was really going on in the Don River area. Chief of Staff of the Southern Front, Major General Varennikov told General Bogolyubov that as of 20 February solid enemy columns were retiring west from the Don River.<sup>22</sup>

The Soviet operational commanders, however, did not draw the same conclusions. General Popov, Southwest Deputy Front Commander and leader of Mobile Group Popov, and General Kuznetsov, Commander of 1st Guards Army, Southwest

Front, did not believe the Germans were in flight from the Don River. Their arguments to the Front commander were in vain.<sup>23</sup>

Again on 19 and 20 February Soviet reconnaissance aircraft reported large concentrations of German armor near Krasnograd, troop movements at Dnepropetrovsk, and armor regrouping to the southeast of Krasnoarmeisk. Vatutin perceived these concentrations on Southwest Front's right flank as a covering armor force for the infantry divisions from the Don. In reality, these were the concentrations of 1st and 4th Panzer Armies, von Manstein's southern pincer, readying to assault Southwest Front.<sup>24</sup>

The consequences of these misperceptions resulted in Southwest Front's Chief of Staff, Lt General S. P. Ivanov, signing an operational appraisal which confirmed movements of the 48th Panzer Corps by reconnaissance aircraft on the 70 mile sector between Pokrovskoe and Stalino. He believed that these forces were proof of the continued German withdrawal from the Don River area.<sup>25</sup>

Consequently, on 19 February Vatutin ordered Popov to advance west with all possible speed. On 20 February Vatutin refused to change Kharitonov's 6th Army orders so it continued to attack to the west. West they went, further into von Manstein's trap.<sup>26</sup>

## MANSTEIN'S COUNTERATTACK

### THE GERMAN SOUTHERN Pincer Attacks

By 20 February Field Marshal von Manstein assembled a panzer attack force of five corps. The five panzer corps, 2nd SS, 3rd, 40th, 48th and 57th were to demonstrate their offensive abilities once again. For the first time since the fall campaign to take Stalingrad, the panzer forces in southern Russia concentrated for a battle of maneuver. For the attack the Fourth Panzer Army would attack northward from near Dnepropetrovsk and linkup with 2nd SS Panzer Corps attacking to the south to destroy the Soviet 6th Army. First Panzer Army would encircle and destroy Mobile Group Popov and 1st Guards Army.<sup>27</sup>

The 48th Panzer Corps opened the counterattack on morning of 20 February near Pavlograd. In the early morning light the Luftwaffe tactical bombers attacked Kharitonov's 6th Army. Then 48th Panzer Corps destroyed two tank, one rifle and one cavalry corps near Pavlograd. Further east 57th Panzer Corps attacked behind the Soviet 6th Army.<sup>28</sup>

Next 40th Panzer Corps attacked Mobile Group Popov near Grishino. Mobile Group Popov had little fuel and only 25 tanks left. During the night of 21 February Popov urgently requested permission from Vatutin to pull back to the north of Krasnoarmeisk 20 miles away. Vatutin answered no.<sup>29</sup>

The 48th Panzer Corps continued its advance and drove

deep into Kharitonov's 6th Army right flank. Though attacked, Kharitonov's orders from Vatutin remained unchanged; attack to the west and cross the Dnieper River and take Dnepropetrovsk. The 3rd Panzer Corps attacked the flank of Southwest Front west of Voroshilograd.<sup>30</sup>

#### THE GERMAN NORTHERN Pincer ATTACKS

Also on 20 February the 2nd SS Panzer Corps attacked from the north to encircle the Soviet 6th Army. The Soviet 6th Army reported the attack of the 2nd SS and 48th Panzer Corps. Still undaunted, Vatutin did not alter Kharitonov's orders to attack to the west.<sup>31</sup>

The Soviet 6th Army sent a division of 25th Tank Corps towards Zaporozhe, but the tanks ran out of fuel ten miles from the town. The main force of 25th Corps remained isolated fifty miles from the main force of 6th Army, running low on fuel and ammunition. Unknown to them, 43th Panzer Corps attacked Pavlograd from the east, cutting their line of communication.<sup>32</sup>

Even by 22 February Stavka and the Southwest Front Commander, Vatutin, refused to believe a German counteroffensive was in progress. They felt no cause for alarm. However, the Soviet 6th Army found itself fighting to escape destruction. Already the panzer forces had encircled the 106th Rifle Brigade and 267th Rifle Division. The 1st Guards Tank Corps and 4th Guards Rifle Corps reversed their direction and turned to fight the German threat to the east.

The 25th Tank Corps attempted to regroup along the Zaporozhe road. Mobile Group Popov simultaneously fought 40th Panzer Corps and retreated to the northwest to block the road to Barvenkovo.<sup>33</sup>

On the night of 21 February the Voroenzh Front Commander, Golikov, reacted quickly to the German threat. Golikov ordered 69th and 3rd Tank Armies to stop their western drive on the Dneiper River, prepare to turn south, and attack the 2nd SS Panzer Corps operating against Kharitonov south of Kharkov.<sup>34</sup>

Golikov's armies faced severe shortages in men, equipment, and supplies. The Soviet logistical system failed to supply even the basics. Armor support for the infantry barely existed, the troops remained short of ammunition, and Golikov went so far as to conscript local men in their peasant gear to bolster the infantry force. Within 48 hours 69th and 3rd Tank Armies ran into Panzer Division Gross Deutschland. The Soviet counterattack failed to rescue the Soviet 6th Army.<sup>35</sup>

By the night of 23-24 February General Vatutin's situation became desperate. He finally reported to Stavka that his right flank was under attack by three German divisions with 400 tanks. The Front had no anti-tank reserves left. Vatutin ordered 6th Guards Rifle Corps from Slavyansk to Barvenkovo-Lozovaya to stop the German advance, although it had no armor or anti-tank support to stop the



German panzers.<sup>36</sup>

By 24 February von Manstein's counteroffensive forced Southwest Front on the defensive. The Soviet 25th Tank Corps, east of Zaporozhye, finally received orders to retreat northward but their tanks had no fuel. Mobile Group Popov retreated to Barvenkov from Grishino and joined two divisions of 6th Guards Rifle Corps. With this reinforcement Popov had 35 T-34s and 15 T-70 (light) tanks.<sup>37</sup>

General Vatutin, on 25 February, ordered the right flank of Southwest Front to go on the defensive and asked Stavka to send reinforcements quickly. None of the three fronts had any reserves to counter the German offensive. To make matters worse, all tank repair units were well forward with the tank corps. This signified that most of the tanks sent to the rear for repair sat unrepaired. The mobile tank repair shops promised for Vatutin's Front never arrived.<sup>38</sup>

At Barvenkovo on the 26th of February, the remnants of Mobile Group Popov and 1st Guards Army made their last stand. The last fifty tanks of the 13th Guards Tank Brigade and 4th Guards Tank Corps had no fuel. On 28 February the German panzers broke through this force to the Donets River.<sup>39</sup>

On the evening of 28 February Stavka finally reacted to Manstein's counterattack. Stavka reacted too late and with too little. Stavka transferred 3rd Tank Army from the

Vorenzh Front to Southwest Front to counterattack the German armor attacking 6th Army.<sup>40</sup>

The 3rd Tank Army never made it out of its assembly area, because 2nd SS Panzer Corps and Luftwaffe tactical bombers attacked it. By 4 March the encircled 3rd Tank Army had only 50 tanks left.<sup>41</sup>

With the linkup of 2nd SS Panzer Corps and 48th Panzer Corps at the Donets, the Soviet 6th Army and 1st Guards Army, under heavy attack, fell back to the Donets River near Izyum. Abandoning all their heavy equipment they crossed the frozen river to avoid encirclement. The 6th and 1st Guards Armies existed in name only. The German panzers destroyed Soviet 25th, 3rd, 10th, and 4th Guards Tank Corps.<sup>42</sup>

This first German double envelopment resulted in 23,000 Soviet dead on the battlefield. The Soviets also lost 615 tanks, 354 artillery pieces, and 69 anti-aircraft guns. Only 9,000 prisoners were taken. With only panzer forces to close the encirclements, large gaps allowed Soviet troops to escape on foot across the Donetz River.<sup>43</sup>

#### KHARKOV: THE SECOND ENCIRCLEMENT

Field Marshal von Manstein had won a decisive victory, but he did not desire to halt, but rather to inflict even greater losses on his foes. His major objective became to defeat the Soviet forces around Kharkov before the impending thaw would halt mobile operations in a sea of mud.

On the southern Mius River the thaw had already begun by the first week of March.<sup>44</sup>

For this second encirclement Fourth Panzer Army would attack south from near Krasnograd. The 2nd SS Panzer Corps would attack from the west and north from Valki to complete the envelopment of Kharkov. General Golikov of Voronezh Front only possessed 69th, 64th, and 3rd Tank Army (of Southwest Front) to defend Kharkov. He also had 40th Army west of Belgorod.

The 40th Panzer Corps, on 7 March, resumed the attack from near Krasnograd and two days later opened a 20 mile hole between 69th and 3rd Tank Army. Golikov realized the threat to his western armored spearheads and on 2 March ordered the divisions west of Kharkov at Akhtyrka and Poltava to retire east on 2 March. The 2nd SS Panzer Corps, however, on 10 March captured the northern suburbs of Kharkov, severing the Soviet escape route to the Donets River east of the city.<sup>45</sup>

Panzer Division Gross Deutschland moved towards Belgorod. The threat to the northern Voronezh Front brought a strong Stavka reaction. Stavka ordered reinforcements from Central Front, just north of Voronezh Front, into the battle. Central Front Commander, General Rokossovskii, directed 21st, 64th, and 1st Tank Armies south towards Kursk to block the German advance.<sup>46</sup>

General Vatutin tried to block the 2nd SS Panzer

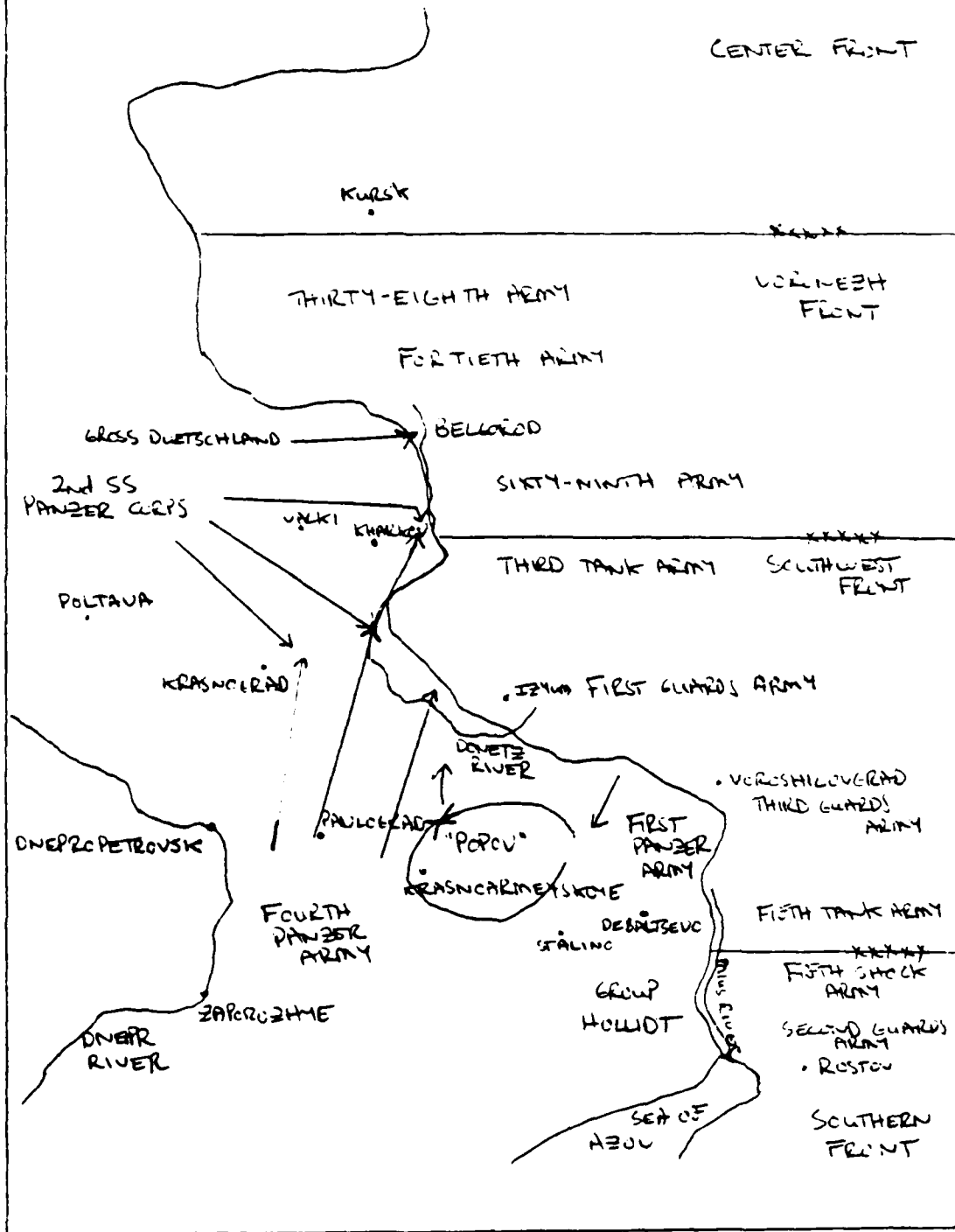
Corps advance with 69th Army. At this point the 69th Army fielded no tanks, and less than 100 guns, and its divisions averaged a mere 1000 men.<sup>47</sup>

As the 2nd SS Corps neared Kharkov, Field Marshal von Manstein ordered them to encircle the city. He warned them three times to avoid the high casualties of house-to-house street fighting, as had happened earlier at Stalingrad. Von Manstein's mechanized division would have been at a severe disadvantage in city fighting without the infantry. German infantry divisions held the flanks and shoulders of his envelopments and hence remained unavailable.<sup>48</sup>

Fourth Panzer Army, on 12 March, continued its attack and destroyed four corps of the Soviet 3rd Tank Army southwest of Kharkov. The poor state of the Soviet armies in men, armor, and supplies could not hold back 2nd SS Panzer Corps and 4th Panzer Army. On 14 March Kharkov fell to the SS Corps. On 18 March Panzer Division Gross Deutschland took Belgorod. The Soviet armored counterattack to retake the city failed.<sup>49</sup>

With the German Army Group Center unable or unwilling to attack from further North, the thaw beginning, and the exhaustion from the combat of the last three months, the German counteroffensive ended.<sup>50</sup>

# MANSTEIN'S COUNTEROFFENSIVE TO 23 MARCH 1943



END NOTES

CHAPTER THREE - MANSTEIN'S COUNTERATTACK

<sup>1</sup>Erich von Manstein, Lost Victories, (Novato: Presidio Press, 1982), 422.

<sup>2</sup>Alan Clark, Barbarossa, The Russian-German Conflict, 1941-45, (New York: William Morrow and Company, 1965), 300.

<sup>3</sup>Charles W. Sydnor, Jr., Soldiers of Destruction, The SS Death's Division, 1933-1945, (Princeton: Princeton University Press, 1977), 264; Horst Scheibert, Panzer Grenadier Division Grossdeutschland, (Warren: Squadron/Signal Publications, 1977), 78.

<sup>4</sup>S. M. Shtemenko, The Soviet General Staff at War 1941-1945, (Moscow: Progress Publishers, 1970), 108.

<sup>5</sup>David Glantz, From the Don to the Dnepr: A Study of Soviet Offensive Operations December 1942 - August 1943., (Carlisle Barracks: United States Army War College, 1984), 169.

<sup>6</sup>John Erickson, The Road to Berlin, (Boulder: Westview Press, 1983), 48.

<sup>7</sup>Glantz, From the Don to the Dnepr, 168.

<sup>8</sup>Shtemenko, The Soviet General Staff at War, 108.

<sup>9</sup>Frido von Senger, Neither Fear Nor Hope, (London: Macdonald Publishing, 1960), 97-98. The Rhodes Scholar Commander of the 17th Panzer Division gives an outstanding account of weapons, tactics, and strategy on the eastern front.

<sup>10</sup>Ibid., 97-98.

<sup>11</sup>Erickson, The Road to Berlin, 50.

<sup>12</sup>Clark, Barbarossa, 299.

<sup>13</sup>Manstein, Lost Victories, 423.

<sup>14</sup>Ibid., 423.

<sup>15</sup>Ibid., 423-428.

<sup>16</sup>Friedrich Schultz, Reverses on the Southern Wing, (Carlisle: United States Army War College, 1981), 72.

<sup>17</sup>Manstein, Lost Victories, 428.

<sup>18</sup>Ibid., 429.

<sup>19</sup>Ibid., 431.

<sup>20</sup>Hermann Plocher, The German Air Force versus Russia, 1943, (New York: Arno Press, 1967), 16. He gives a detailed account of German capabilities against Soviet radio transmissions; Manstein, Lost Victories (1982): 431.

<sup>21</sup>S.M. Shtemenko, The Soviet General Staff at War, 108; Erickson, The Road to Berlin, 50.

<sup>22</sup>Erickson, The Road to Berlin, 50.

<sup>23</sup>Ibid., 50.

<sup>24</sup>Ibid., 50.

<sup>25</sup>Ibid., 50.

<sup>26</sup>S.M. Shtemenko, The Soviet General Staff at War, 108; Erickson, The Road to Berlin, 51.

<sup>27</sup>Glantz, From the Don to the Dnepr, 147.

<sup>28</sup>Erickson, The Road to Berlin, 51.

<sup>29</sup>Ibid., 51; Glantz, From the Don to the Dnepr, 156.

<sup>30</sup>Erickson, The Road to Berlin, 50.

<sup>31</sup>Glantz, From the Don to the Dnepr, 148-149.

<sup>32</sup>Erickson, The Road to Berlin, 51, 52.

<sup>33</sup>Ibid., 52.

<sup>34</sup>Ibid., 52.

<sup>35</sup>Ibid., 52.

<sup>36</sup>Glantz, From the Don to the Dnepr, 148-149; Erickson, The Road to Berlin, 52.

<sup>37</sup>Erickson, The Road to Berlin, 53.

<sup>38</sup>Ibid., 53.

<sup>39</sup>Ibid., 53.

<sup>40</sup>Glantz, From the Don to the Dnepr, 163.

<sup>41</sup>Ibid., 166.

<sup>42</sup>Erickson, The Road to Berlin, 53-54.

<sup>43</sup>Manstein, Lost Victories, 433.

<sup>44</sup>Hermann Plocher, The German Air Force versus Russia, 19.

<sup>45</sup>H.A. Probert, The Rise and Fall of the German Air Force 1933-1945, (New York: St Martin's Press, 1983), 231.

<sup>46</sup>Erickson, The Road to Berlin, 54.

<sup>47</sup>Ibid., 54.

<sup>48</sup>Manstein, Lost Victories, 436.

<sup>49</sup>N. Gladvov, "The Defensive Battles of the 48th Guards Rifle Division to the Southwest of Kharkov in March 1943", Military History Journal, Voyenno-Istoricheskiy Zhurnal, 5 (May, 1983): 31-36.

<sup>50</sup>Manstein, Lost Victories, 436; Glantz, From the Don to the Dnepr, 237.



## CHAPTER FOUR

### ANALYSIS, LESSONS LEARNED AND CONCLUSIONS

The Soviet and German offensives in the winter of 1941-42 offer many lessons learned in the art of war. The initial Soviet offensive and Manstein's counteroffensive succeeded due to adherence to ancient laws of warfare.

#### Analysis of the Battle: The Soviets

From the beginning of the Soviet offensive the Soviet armies had several deficiencies. Stavka decided to ignore the problems because they felt the coming offensive would remain a pursuit against the German forces in Army Group South. Stavka failed to plan for contingencies other than the planned pursuit.

The Soviet offensive consisted of armies worn down by three months or more of fighting in the Stalingrad campaign. The exploitation offensive began in winter and attempted to outrace and outlast the thaw and muddy season, when mechanized and armor movements ceased. The Soviet logistic system began to fail on day two of the offensive demonstrating lack of proper planning.<sup>1</sup>

The Operational Maneuver Group Popov and 6th Army, the main effort of Southwest Front, had excellent mission type orders to cover vast distances to reach their final objectives. Unfortunately, the distances to their objectives were unrealistic. The final objectives were the Southwest

Front's strategic objectives of the Dneiper River crossing site at Zaporozhye. Then the armies were to advance south to Mariupol on the Sea of Azov to trap the southern wing of Army Group South. From the Soviet start line to Zaporozhye is 300 miles. From Zaporozhye to Mariupol is another 130 miles. The Soviet armies could not maintain their strength over a campaign two months long without the proper reinforcements, supplies, and reserves which Stavka could not provide.

Stavka failed to provide an adequate reserve for Voronezh and Southwest Fronts. The Voronezh Front reserve consisted of only two tank corps and two tank brigades. The Southwest Front reserve consisted of two tank corps and a cavalry corps totaling 15,000 men. Additionally, the Front commanders did not use their reserves properly. The reserves were committed piecemeal and often to reinforce armies which were not the main effort. Neither Mobile Group Popov or 6th Army, the main effort of Southwest Front, received the Front reserve to exploit their success. Soviet doctrine stressed reinforcing success, not failure.<sup>2</sup>

In the Soviet offensive Stavka failed to follow its doctrine of concentration and echelonment. The Southwest Front armies attacked on line instead of concentrating on the weakest point of the German line such as had been at Stalingrad. The two Fronts had different objectives leading in two different directions, Voronezh Front to the west and

the Southwest Front to the south. The forces of Voronezh and Southwest Fronts did not echelon their forces in the attack or defense. These actions also violated the principles of war of mass and concentration.<sup>3</sup>

Soviet tactical air power rarely made an appearance on the battlefield. The Soviet tactical air forces did not advance with the armor forces because the Germans had destroyed the airfields as they retreated. The short range of the Soviet aircraft, coupled with the inability to repair damaged airfields, meant no combined arms operations with tactical airpower. This also meant no interdiction of German armor forces, supplies, or interference with Luftwaffe sorties. On the other hand, the Soviet armor lost many tanks to German aircraft during the mobile defense and counterattack.<sup>4</sup>

German interception of Soviet uncoded radio communications in the clear doomed Mobile Group Popov. After two years at war the Soviets still frequently transmitted in the clear. The ability of the Luftwaffe and Army radio intercept units provided accurate information on the location, strength, and supply of the Soviet forces. These German radio intercept units provided intelligence for German commanders down to division level.<sup>5</sup>

Stavka and the Front Commanders reactions to von Manstein's counterattack proved imprecise and slow. Even days after the counteroffensive began Stavka and Vatutin

refused to accept the idea. It took Stavka eight days to respond to the German counteroffensive. Von Manstein attacked on 20 February and Stavka reacted with its first order to deal with the German counteroffensive on 28 February. They clung to their beliefs that the Germans were in retreat in spite of the German attacks and the reports of their army commanders.<sup>6</sup>

The Soviet battle plan, also, did many things right. The Soviets had great success with their Operational Maneuver Group Popov. The mobile group did exploit the gap made by the Front forces as intended. The Soviet Fronts attacked the weakest part of the German line. Soviet armor sought to maneuver and outflank German positions whenever possible.

In spite of all the tactical and operational shortcomings the Soviet battle plan demonstrated a brilliant strategic concept from Stavka and their evaluation of their risk both in victory and defeat. If the Soviet offensive succeeded in destroying Army Group South by dividing it in half and enveloping the southern portion against the Sea of Azov, the war on the eastern front would have possibly ended. No German strategic reserve existed to save the situation. Also the majority of the German panzer divisions were in Army Group South, so the major offensive weapon of the German Army would have been eliminated.

The failure of the Soviet operations exploiting the Stalingrad offensive offered little strategic risk to the Soviets. If it failed, the coming thaw would slow all operations on the front and allow the Soviet armies in reserve at Stalingrad to react. Stavka can be faulted for not including all of the armies that were freed with the surrender of Stalingrad in the attack or reinforcement of the Soviet attack on Army Group South.

Any losses in Soviet armor or men could quickly be recovered in a matter of months from the vast Soviet manpower pool and the Soviet and Allied production effort. The Germans could not replace armor or men at the Soviet rate. The war of attrition favored the Soviets.

This campaign provided experience for the Soviet large scale offensives involving several Fronts in 1944 and 1945. The Soviets learned their lessons well.

#### Analysis of the Battle: Manstein's Plan

Von Manstein's plan to draw the Soviet armored forces west and counterattack behind them bears much resemblance to the classic battle of Cannae. Hannibal defeated the Roman legions by letting them advance in the center of his line and then attacking the flanks to encircle and destroy the legions. Von Manstein's plan differed in that he developed it as the Soviet offensive unfolded and he could not hold all the Soviet forces in the trap to complete their destruction.

Von Manstein's plan benefited from actions he could not control. The weather remained an aid to the German plans. With the thaw not occurring in March the German counteroffense could advance over the frozen landscape. General Zeitzler, O.K.H. Chief of Staff, aided von Manstein from German High Command Headquarters. Agreeing with the counteroffensive plan, he arranged for the limited reinforcements to arrive, rerouted supplies, and worked at Hitler's headquarters to help von Manstein with the fight for the plan's approval.<sup>7</sup>

Von Manstein's plan relied on the basics of the art of warfare. His plan relied upon a simple plan, concentration of forces, unity of command, surprise, deception, attacking the enemy at the weakest point, attacking the flanks, and encirclement.

This battle is commented on by Major General von Mellenthin in Panzer Battles. In the chapter on Manstein, four reasons are listed for the success of Fourth Panzer Army. First, the high level commanders did not restrict the moves of armored formations, but gave them long range tasks. Second, the panzer divisions disregarded their flanks since the infantry divisions secured and anchored the flanks. Third, all commanders up to and including corps commanders conducted operations from the front, not the rear. Fourth, the attack was a surprise regarding the time and place.<sup>8</sup>

Von Manstein's offensive plan of double envelopment assumed a high factor of risk. This tactic is one of the hardest tactical concepts to accomplish; but the results often culminate in the complete destruction of the enemy forces. Von Manstein's plan could not assure the complete destruction of the Soviet forces encircled because they were entirely panzer or mechanized forces. Without infantry to aid in the encirclement many gaps existed for the Soviets to abandon their equipment and flee from the German trap.<sup>9</sup>

In this operation von Manstein followed Clausewitz's and Schlieffen's idea that the primary aim of battle was the destruction of the enemy forces, not the retaking of terrain as Jomini states is most important. Manstein sought to fulfill the German mobile warfare doctrine to destroy the enemy on the field of battle.

The combined arms operations again proved their value. General von Richtofen organized the limited Luftwaffe forces in Southern Russia to provide maximum close air support to the German panzer forces and interdiction of Soviet armor and supply columns. By mid February Luftwaffe General von Richthofen reorganized the air forces in Southern Russia. He had 950 planes which were 53 percent of the first line aircraft on the eastern front. From the period 20 February to 15 March his Luftwaffe forces maintained 1000 sorties a day, compared to the January average of 350 per day. The airpower combined with the freedom of maneuver for

the panzer forces allowed victories similiar to the early German campaigns in 1940-1941.<sup>10</sup>

Von Manstein's plan succeeded because he took advantage of the situation the Soviet's offensive offered. He determined the Soviet plan to drive through the center of Army Group South. He then concentrated his forces into the double envelopment plan which remained the best way to defeat Southwest and Voronezh front with the available German forces.

Von Manstein's plan remains an outstanding example of modern combined warfare and operational level strategy. However, Hitler ignored the lessons learned from the battle. Never again at the operational level of war would he allow a commander to retreat over such a large area to concentrate for a counteroffensive. German forces were required to stand and die in place for each inch of ground. Without the ability to maneuver the mobile defense and combined arms offense cannot exist. Other factors such as the declining German armed forces, combined with the larger Soviet manpower pool, quality and quantity of armored vehicles, and excellence of battlefield leadership proved factors in making this the last operational victory on the eastern front for the German panzer forces in World War II.



## END NOTES

### CHAPTER FOUR - ANALYSIS, LESSONS LEARNED AND CONCLUSIONS

<sup>1</sup>S. M. Shtemenko, The Soviet General Staff at War 1941-1945, (Moscow: Progress Publishers, 1970), 105. The distance between the armored columns and the nearest railhead reached 300 kilometers. There were only 1,300 lorries and 380 tank lorries available. They could only carry 900 tons of fuel. The armies needed 2,000 tons. From the start the Soviet logistic ability could not supply the two fronts.

<sup>2</sup>David Glantz, From the Don to the Dnepr: A Study of Soviet Offensive Operations December 1942 - August 1943, (Carlisle: United States Army War College, 1984), 169-170.

<sup>3</sup>Ibid., 169-170.

<sup>4</sup>Moscow Institute of Marxism-Leninism, History of the Great Patriotic War of the Soviet Union 1941-1945, Vol III: Radical Turning Point in the Course of the Great Patriotic War (November 1942 - December 1943), Unedited Translation of Chapter II-V, Office of the Chief of Military History, (Moscow: Military Publishing House of the Ministry of Defense of the USSR, 1961), 18; Glantz, From the Don to the Dnepr, Von Senger saw long Russian columns battered by unopposed Stuka (JU-87) dive bombers.

<sup>5</sup>Hermann Plocher, The German Air Force versus Russia, 1943, (New York: Arno Press, 1967), 18.

<sup>6</sup>John Erickson, The Road to Berlin (Boulder: Westview Press, 1983), 53.

<sup>7</sup>Eberhard Schwarz, Die Stabilisierung Im Suden Der Ostfront Nach Der Katastrophe Von Stalingrad Und Dem Ruckzug Aus Dem Kaukasus, (Koln, University of Koln, 1981), 70.

<sup>8</sup>Friedrich Wilhelm von Mellenthin, Panzer Battles, (New York: Ballantine, 1971), 254.

<sup>9</sup>Carl Wagener, "The Counterstroke of XXXX Panzer Corps Against the Breakthrough by Mobile Group Popov in the Donets Basin, February 1943", Wehrwissenschaftliche Rundschau 7/1, (January, 1954): 14. In the 40th Panzer Corps the secret of the success of the counterstroke (Manstein's) was that it almost entirely directed against the enemy forces and not, as is generally the case in both attack and defense, concerned with (the taking of) ground.

<sup>10</sup> Earl Ziemke, Stalingrad to Berlin: The German Defeat in the East, (Washington D.C.: Dorset Press, 1968), 93. For the last time in Russia the German panzers were supported with tactical air power as in the campaigns of 1940 and 1941; Hermann Plocher, The German Air Force versus Russia, 1943, (New York: Arno Press, 1967), 22; Martin Pegg, Luftwaffe Ground Attack Units 1939-1945, (London: Osprey Publishing, 1977), 231.

APPENDIX ONE

APPENDIX ONE  
ORDER OF BATTLE

The Soviet order of battle on 1 February 1943:  
Voronezh Front - Gen Golikov

40th Army 90,000 men, 100 tanks

Under Army control

25th Guards Rifle Division  
100th Rifle Division  
107th Rifle Division  
183d Rifle Division  
303d Rifle Division  
305th Rifle Division  
309th Rifle Division  
340th Rifle Division  
129th Rifle Brigade  
116th Tank Brigade  
192d Tank Brigade  
59th Tank Regiment  
60th Tank Regiment  
61st Tank Regiment

4th Tank Corps

45th Tank Brigade  
64th Tank Brigade  
102d Tank Brigade

69th Army 40,000 men, 50 tanks

Under Army Control

161st Rifle Division  
180th Rifle Division  
219th Rifle Division  
270th Rifle Division  
37th Rifle Brigade  
137th Tank Regiment  
292d Tank Regiment

3d Tank Army

Under Army Control

48th Guards Rifle Division  
62d Guards Rifle Division  
111th Rifle Division  
184th Rifle Division  
179th Tank Brigade  
201st Tank Regiment

12th Tank Corps

13th Motorized Rifle Brigade  
30th Tank Brigade  
97th Tank Brigade  
106th Tank Brigade

15th Tank Corps

88th Tank Brigade

113th Tank Brigade  
195th Tank Brigade  
Under 3d Tank Army Control  
6th Guards Cavalry Corps  
Reinforcements  
25th Guards Rifle Division (19 February)  
253d Rifle Division (23 February)  
1st Czech Battalion (1 March)  
19th Rifle Division (1 March)  
86th Tank Brigade (1 March)  
17th Rifle Brigade (NKVD) (1 March)  
1st Guards Cavalry Corps (1 March)  
1st Guards Cavalry Division  
2d Guards Cavalry Division  
7th Guards Cavalry Division  
113th Rifle Division (10 March)  
Front Reserve  
2d Guards Tank Corps (175 Tanks)  
3d Guards Tank Corps (150 Tanks)  
86th Tank Brigade  
150th Tank Brigade  
TOTALS 200,000 men, 490 tanks

Southwestern Front - General Vatutin 320,000 men, 362 tanks

6th Army - Lt General Kharitonov 40,000 men 40 tanks

15th Rifle Corps

6th Rifle Division

106th Rifle Division

172d Rifle Division

267th Rifle Division

350th Rifle Division

115th Tank Brigade

212d Tank Regiment

1st Guards Army - Lt General Kuznetsov 70,000 men

4th Guards Rifle Corps

35th Guards Rifle Division

41st Guards Rifle Division

195th Rifle Division

6th Guards Rifle Corps

44th Guards Rifle Division

58th Guards Rifle Division

78th Rifle Division

244th Rifle Division

Mobile Group Popov-Lt General Popov 55,000 men 212 Tanks

4th Guards Tank Corps

3rd Guards Motorized Rifle Brigade

12th Guards Tank Brigade

13th Guards Tank Brigade

14th Guards Tank Brigade

3d Tank Corps

10th Tank Corps

18th Tank Corps

38th Guards Rifle Division

57th Guards Rifle Division

52d Rifle Division

9th Tank Brigade

11th Tank Brigade

7th Ski Brigade

5th Ski Brigade (18th February)

10th Ski Brigade (18th February)

3rd Guards Army Lt Gen Lelyushenko 100,000 men 110 Tanks

14th Guards Rifle Corps

14th Guards Rifle Division

50th Guards Rifle Division

61st Guards Rifle Division

18th Guards Rifle Corps

59th Guards Rifle Division

60th Guards Rifle Division

243d Rifle Division

279th Rifle Division

266th Rifle Division (16 February to 5th Tank Army)

203d Rifle Division (16 February to 5th Tank Army)

2d Guards Tank Corps

23d Tank Corps (16 February to 5th Tank Army)

2d Tank Corps

1st Guards Mechanized Corps  
8th Guards Cavalry Corps  
21st Cavalry Division  
55th Cavalry Division  
112th Cavalry Division  
5th Tank Army - Lt General Shlemin 40,000 men  
47th Guards Rifle Division  
321st Rifle Division  
333d Rifle Division  
266th Rifle Division (16 February)  
203d Rifle Division (16 February)  
23 Tank Corps (16 February)  
Front Reserve 15,000 men, 267 tanks (16 February)  
1st Guards Tank Corps  
25th Tank Corps  
1st Guards Cavalry Corps  
Southwestern Front TOTALS: 320,000 men, 629 tanks

The German Order of Battle on 1 February 1943.

Army Group South

Army Detachment Lanz (Strength - approximately 50,000)

24th Panzer Corps

385th Infantry Division

387th Infantry Division

213rd Security Division

Corps, Cramer

Panzer Grenadier Division "Grossdeutschland"

2 regiments, 168th Infantry Division

1 regiment, 88th Infantry Division

remnants 1st, 10th, 13th Infantry, 23rd Light

Infantry, 1st Panzer Division

Under Army Control

298th Infantry Division

320th Infantry Division

regiment, 2d SS Panzer Division, "Das Reich"

1st Panzer Army (strength approximately 40,000)

30th Army Corps

Group Kreising (3rd Mountain Division)

2 regiments, 335th Infantry Division

3rd Panzer Corps

7th Panzer Division

19th Panzer Division with Lehr-Regiment 901

27th Panzer Division

Army Detachment Hollidt (Strength 100,000)

29th Army Corps

Group 79 (2d Rumanian Army Corps Headquarters)

Group Security Regiment 177

Group Mieth

336th Infantry Division

384th Infantry Division

17th Army Corps

62nd Infantry Division

294th Infantry Division

306th Infantry Division

8th Luftwaffe Field Division

43rd Panzer Corps

304th Infantry Division

5th Panzer Division

22d Panzer Division

4th Panzer Army (Strength 70,000)

5th Army Corps

444th Security Division

57th Panzer Corps

5th SS Panzer Grenadier Division, "Viking"

17th Panzer Division

23d Panzer Division

Under Army Control

15th Luftwaffe Field Division

111th Infantry Division

16th Panzer Grenadier Division



3d Panzer Division  
11th Panzer Division  
Totals: 260,000 men  
OKH Reinforcements Enroute (Strength 20,000)  
2d SS Panzer Corps  
1st SS Panzer Division, "Leibstandarte"  
2d SS Panzer Division, "Das Reich"(-)  
3rd SS Panzer Division, "Totenkopf"  
333rd Infantry Division (11 February, at Barvenkovo)  
6th Panzer Division (16th February)

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